

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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MAR 15 2006

PUBLIC SERVICE
COMMISSION

In the Matter of:

APPLICATION FOR APPROVAL OF)
THE TRANSFER OF CONTROL OF)
ALLTEL KENTUCKY, INC. AND)
KENTUCKY ALLTEL, INC. AND FOR)
AUTHORIZATION TO GUARANTEE)
INDEBTEDNESS)

CASE NO. 2005-00534

PETITION FOR CONFIDENTIAL TREATMENT AND FOR WAIVER
OF RULES
(SUPPLEMENTAL REQUEST)

Kentucky Alltel, Inc., Alltel Kentucky, Inc., Alltel Communications, Inc., Alltel Holding Corp., Valor Communications Group and Alltel Holding Corporate Services, Inc. ("Applicants") move the Commission pursuant to 807 KAR 5:001, Section 7 and KRS 61.878 for confidential treatment of the information described below. In support thereof, Applicants state:

PETITION FOR CONFIDENTIAL TREATMENT

Introduction

1. In this proceeding the Applicants are seeking Commission authority to separate the wireline operations of Alltel Communications, Inc. and merge the wireline operations with Valor Communications Group.

2. Both the wireline and wireless businesses of the Applicants are commercial enterprises and are extremely competitive. The wireless business has been competitive since its inception, with numerous carriers and resellers are providing wireless service. With the enactment of the Telecommunications Act of 1996 and the

rise of Competitive Local Exchange Carriers nationwide, including Kentucky, the wireline business likewise has become competitive. In addition, other non-regulated businesses, such as cable companies, now compete with Applicants' wireline business. Several of Kentucky Alltel, Inc. and Alltel, Kentucky, Inc.'s CLEC competitors are parties to this proceeding.

3. A number of the data requests seek proprietary and confidential information that is not publicly available and that if were made publicly available could be used to the competitive commercial advantage of the Applicants' competitors and the competitive commercial disadvantage of the Applicants.

Basis for Confidential Treatment

4. KRS 61.878(c)(1)(b) excludes from the Open Records Act:

"Records confidentially disclosed to an agency, generally recognized as confidential or proprietary, which if openly disclosed would present an unfair commercial advantage to competitors of the entity that disclosed the records, and which are compiled and maintained . . . in conjunction with the regulation of commercial enterprise . . ."

A. The Information Is Generally Recognized As Confidential and Proprietary And Is Being Provided In Connection With The Regulation of Commercial Enterprises.

5. The information for which confidential treatment is being sought is being filed by the Applicants in response to Data Requests propounded by parties and Staff in this proceeding. This proceeding is being maintained by the Commission in connection with its review of the separation transaction under KRS 278.020 and as such involves the regulation of commercial enterprises.

6. The information for which confidential treatment is sought is "generally recognized as confidential or proprietary." The request calls for information that is

highly confidential and maintenance of the confidentiality is critical to the Applicants' ability to provide competitive products and services. Dissemination of the requested information is restricted by Applicants and the Applicants take all reasonable measures to prevent its disclosure to the public as well as persons within the company who do not have a need for the information. To the extent it is filed with regulatory agencies (principally Pennsylvania) it has been accorded confidential treatment. Similarly, to the extent the information has been provided to rating agencies and investment analysts it is treated as confidential by the recipients.

B. Disclosure Of The Information Will Result In An Unfair Commercial Advantage.

7. Disclosure of the confidential information also will result in a significant, non-trivial unfair commercial advantage to competitors of the Applicants. *Southeastern United Medigroup, Inc. v. Hughes*, Ky. App., 952 S.W.2d 195, 199 (1997). In particular, it will permit competitors to target their marketing efforts or to discover information about the Applicants confidential business plans or costs that is not otherwise available. Accordingly, Applicants would be placed at a competitive disadvantage vis-à-vis other providers in Kentucky (and elsewhere) if required to disclose the information publicly.

8. Specifically, the information for which confidential treatment is being sought and the basis for such treatment are:

Request	Additional Explanation of Nature of Material and Basis for Confidential Treatment
Communications Workers of America Request No. 38	DSL Information by ILEC exchange. Confidential and proprietary information about a highly competitive market. Could be used by competitors to target marketing efforts.

9. Applicants have entered into Non-Disclosure Agreements with the Lexington-Fayette Urban County Government, Communication Workers of America and the Office of the Attorney General to provide in a non-redacted form the information for which confidential treatment is being sought. Applicants offered to enter into similar agreements with the other parties on February 16, 2006 and March 9, 2006 and remain willing to do so.

Motion for Waiver of Rules

10. In its March 3, 2006 Order propounding Staff's Data Requests the Commission specified the manner in which Applicants were to format the Responses to Staff Requests. Because of the large number of Requests by all parties and the voluminous nature of the Responses Applicants have been unable to format the Responses to the Staff's Requests as specified in the Order. Applicants therefore request that the Commission waive the formatting and tabbing requirements.

11. Applicants also request they be granted leave to file as part of the appropriate data request the redacted responses on those parties not signing a non-disclosure agreement. Unredacted responses are being served with Petition on the Lexington-Fayette Urban County Government and the Attorney General, both of whom have filed nondisclosure agreements.

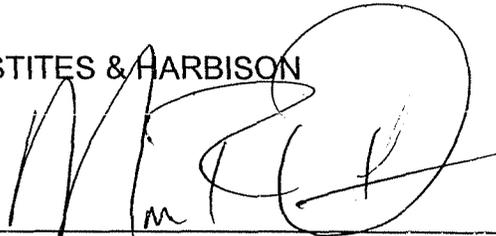
Wherefore, Kentucky Alltel, Inc., Alltel Kentucky, Inc., Alltel Communications, Inc., Alltel Holding Corp., Valor Communications Group and Alltel Holding Corporate Services, Inc. respectfully request the Commission:

1. To grant confidential treatment to the identified responses or portions thereof;
2. Waive the formatting and tabbing requirements of the Commission's March 3, 2006 Order;
3. Grant the Applicants such further relief as may be appropriate.

Dated: March 14, 2006.

Respectfully submitted,

STITES & HARBISON

A handwritten signature in black ink, appearing to read 'MRO', is written over a horizontal line. The signature is stylized and somewhat cursive.

Mark R. Overstreet
STITES & HARBISON PLLC
421 W. Main Street
P.O. Box 634
Frankfort, KY 40602-0634
(502) 223-3477
moverstreet@stites.com

CERTIFICATE OF SERVICE

I hereby certify that a true and accurate copy of the foregoing was served first class mail, postage prepaid or as noted below upon the following:

Douglas F. Brent
Stoll Keenon & Ogden, PLLC
2650 Aegon Center
400 West Market Street
Louisville, Kentucky 40202
e-mail: brent@skp.com

John E. Selent
Dinsmore & Shohl, LLP
1400 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202
e-mail: selent@dinslaw.com

David Barberie
Department of Law
Lexington-Fayette Urban County
Government
200 East Main Street
Lexington, Kentucky 40507
e-mail: dbarberi@lfucg.com

Dennis Howard
Larry Cook
Office of the Attorney General
Suite 200
1024 Capital Center Drive
Frankfort, Kentucky 40601
e-mail: dennis.howard@ag.ky.gov

Jonathon Amlung
Amlung Law Offices
616 South Fifth Street
Louisville, Kentucky 40202

Don Meade
Priddy, Isenberg, Miller & Meade, PLLC
800 Republic Building
429 West Muhamad Ali
Louisville, Kentucky 40202
e-mail: dmeade@pimmlaw.com

on this the 14th day of March, 2006.



Mark R. Overstreet

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DSL Information for KAI and AKI

Responsive to CWA 38

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COMMISSION



ILEC Exchange Information

Report Date: 01/25/06

Exchange	State	County	DSL Equipped?	Resident Access Lines	Business Access Lines	Total Access Lines	DSL Resident Subscribers	DSL Business Subscribers	DSL Total Subscribers
Total									
ALBANY	KY	Clinton	/						
ASHLAND	KY	Boyd	/						
BEREA	KY	Madison	/						
BRADFORDVILLE	KY	Marion	/						
BRYANTSVILLE	KY	Garrard	/						
BURKESVILLE	KY	Cumberland	/						
BURNSIDE	KY	Pulaski	/						
CAMPBELLSVILLE	KY	Taylor	/						
CATLETTSBURG	KY	Boyd	/						
CECILIA	KY	Hardin	/						
COLUMBIA	KY	Adair	/						
ELIZABETHTOWN	KY	Hardin	/						
EWING	KY	Fleming	/						
FLEMINGSBURG	KY	Fleming	/						
GARRISON	KY	Lewis	/						
GLASGOW	KY	Barren	/						
GRAYSON	KY	Carter	/						
GREENSBURG	KY	Green	/						
GREENUP	KY	Greenup	/						
HAZARD	KY	Perry	/						
HILLSBORO	KY	Fleming	/						
HODGENVILLE	KY	Larue	/						
HUSTONVILLE	KY	Lincoln	/						
LANCASTER	KY	Garrard	/						
LEATHERWOOD	KY	Perry	/						
LEBANON	KY	Marion	/						
LEITCHFIELD	KY	Grayson	/						
LEXINGTON	KY	Fayette	/						
LIBERTY	KY	Casey	/						
LORETTO	KY	Marion	/						
MEADS	KY	Boyd	/						
MIDWAY	KY	Woodford	/						
MONTICELLO	KY	Wayne	/						
MOREHEAD	KY	Rowan	/						
NANCY	KY	Pulaski	/						
NICHOLASVILLE	KY	Jessamine	/						
OLIVE HILL	KY	Carter	/						
OWINGSVILLE	KY	Bath	/						
PAINT LICK	KY	Garrard	/						
RUSSELL	KY	Greenup	/						
SALT LICK	KY	Bath	/						
SCOTTSVILLE	KY	Allen	/						
SHARPSBURG	KY	Bath	/						
SOMERSET	KY	Pulaski	/						
SOUTH HARDIN	KY	Hardin	/						
SOUTH SHORE	KY	Greenup	/						
TOLLESBORO	KY	Lewis	/						
TOMPKINSVILLE	KY	Monroe	/						
VANCEBURG	KY	Lewis	/						
VERSAILLES	KY	Woodford	/						
VICCO	KY	Perry	/						
WILMORE	KY	Jessamine	/						
ARLINGTON	KY	Carlisle	/						
AUGUSTA	KY	Bracken	/						
BARBOURVILLE	KY	Knox	/						
BARDWELL	KY	Carlisle	/						
BEE SPRING	KY	Edmonson	/						
BRODHEAD	KY	Rockcastle	/						
BROOKSVILLE	KY	Bracken	/						
BROWNSVILLE	KY	Edmonson	/						
CALVERT CITY	KY	Marshall	/						
CANEYVILLE	KY	Grayson	/						
CLARKSON	KY	Grayson	/						
COLUMBUS	KY	Hickman	/						

Exchange	State	County	DSL Equipped?	Resident Access Lines	Business Access Lines	Total Access Lines	DSL Resident Subscribers	DSL Business Subscribers	DSL Total Subscribers
CUMBERLAND	KY	Harlan							77
DOVER	KY	Mason							
EAST BERNSTADT	KY	Laurel							
EUBANK	KY	Pulaski							
EVARTS	KY	Harlan							
FAUBUSH	KY	Pulaski							
FERNLEAF	KY	Mason							
FLAT LICK	KY	Knox							
GERMANTOWN	KY	Bracken							
IRVINE	KY	Estill							
JENKINS	KY	Letcher							
JOHNSVILLE	KY	Bracken							
LEWISBURG	KY	Mason							
LIVINGSTON	KY	Rockcastle							
LONDON	KY	Laurel							
MAMOTH CAVE	KY	Edmonson							
MANCHESTER	KY	Clay							
MAYS LICK	KY	Mason							
MILBURN	KY	Carlisle							
MT OLIVE	KY	Robertson							
MT VERNON	KY	Rockcastle							
ONEIDA	KY	Clay							
PARK CITY	KY	Barren							
SCIENCE HILL	KY	Pulaski							
SHOPVILLE	KY	Pulaski							
SMITHLAND	KY	Livingston							
SMITHS GROVE	KY	Warren							
UNIONTOWN	KY	Union							
WASHINGTON	KY	Mason							
WHITE LILY	KY	Pulaski							
MT WASHINGTON	KY	Bullitt							
SHEPHERDSVILLE	KY	Bullitt							
ZONETON	KY	Bullitt							